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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric  
Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead  
Case, No. 19-30088 (DM).*

Case No. 19-30088 (DM)  
Chapter 11  
(Lead Case) (Jointly Administered)

**DECLARATION OF JOHN BOKEN IN  
SUPPORT OF MOR DEADLINES AND FORM  
MODIFICATION APPLICATION**  
Related Document: Dkt. 1788

Date: May 22, 2019  
Time: 9:30 a.m. (Pacific Time)  
Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102

**Objection Deadline:** May 15, 2019  
4:00 p.m. (Pacific Time)

1 I, John Boken, hereby declare that the following is true and correct to the best of my  
2 knowledge, information, and belief:

3 1. I am a Managing Director in the Turnaround Restructuring Services practice  
4 of AlixPartners, LLP, which is an affiliate of both AlixPartners, LLC and AP Services, LLC, which  
5 provides interim management services to PG&E Corporation and Pacific Gas and Electric Company,  
6 as debtors and debtors-in-possession (collectively, “PG&E” or the “Debtors”) in the above-  
7 captioned Chapter 11 Cases (the “**Chapter 11 Cases**”). I currently serve as the Deputy Chief  
8 Restructuring for the Debtors as authorized by this Court by Order dated April 9, 2019 [Docket No.  
9 1299].<sup>1</sup>

10 2. I submit this Declaration in support of the Debtors’ *Application Pursuant to*  
11 *L.B.R. 2015-2(e) and 11 U.S.C. § 105(a) for an Order Modifying Debtors’ Deadlines for Filing*  
12 *Monthly Operating Reports and Approving Proposed Modifications to Form of Monthly Operating*  
13 *Reports* (the “**Application**”), filed contemporaneously herewith.

14 3. Except as otherwise indicated herein, the facts set forth in this Declaration are  
15 based upon my personal knowledge, my review of relevant documents, and information provided to  
16 me by the Debtors’ other employees or the Debtors’ legal, restructuring, and financial advisors. If  
17 called upon to testify, I would testify competently to the facts set forth in this Declaration. I am  
18 authorized to submit this Declaration on behalf of the Debtors.

19 The Proposed Modified Deadlines for Filing of Monthly Operating Reports

20 4. As set forth in the Application, the Debtors are one of the nation’s largest  
21 utility companies, providing natural gas and electric service to approximately 16 million customers  
22 throughout an approximately 70,000-square-mile service area in northern and central California. The  
23 Debtors own and operate approximately 136 generating facilities, nine (9) natural gas compressor  
24 stations, over 120,000 circuit miles of electric transmission and distribution lines, and nearly 50,000  
25 miles of natural gas transmission and distribution pipelines. While the Debtors, with the assistance  
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27 <sup>1</sup> My education, background, and professional experience are described in the Declaration of John  
28 Boken in Further Support of First Day Motions and Related Relief [Docket No. 653] at 2–3.

1 of their professional advisors, have mobilized their employees to work diligently and expeditiously  
2 to prepare the Monthly Operating Reports each month, I believe the default deadlines under  
3 Bankruptcy Local Rule 2015-2(b) promote an unnecessary duplication of effort with respect to the  
4 Debtors' SEC reporting requirements.

5           5.       Due to the size and scope of the Debtors' operations, collecting the  
6 information necessary to prepare the Monthly Operating Reports requires a significant expenditure  
7 of time and effort on the part of the Debtors, their employees, and their professionals. I believe, the  
8 limited time available to the Debtors to assemble the required information, coupled with the added  
9 responsibilities of the Debtors' employees in connection with the administration of these Chapter 11  
10 Cases, necessitate an extension of the deadline for filing Monthly Operating Reports.

11           6.       Moreover, the Debtors are public reporting companies under Section 12b of  
12 the Securities and Exchange Act of 1934. As such, much of the information included in the Monthly  
13 Operating Reports also is provided in the Debtors' annual and quarterly reports filed with the SEC.  
14 The Debtors' employees and professionals who prepare the Debtors' annual and quarterly SEC  
15 reports will also be tasked with preparing the Debtors' Monthly Operating Reports. To avoid  
16 unnecessary duplication of efforts and deadlines that conflict with the SEC's quarterly and annual  
17 reporting deadlines, the Debtors are proposing in the Application to modify the timing of the filing  
18 of their Monthly Operating Reports to be consistent with the timeline of their SEC reporting  
19 obligations.

20           7.       Specifically, the Debtors are proposing in the Application that the time for  
21 filing Monthly Operating Reports be modified as follows:

- 22           • For months ending quarterly SEC reporting periods (specifically, the months of March,  
23           June, and September), the Debtors are requesting to be allowed to file their Monthly  
24           Operating Reports on or before forty-five (45) days after the end of each such month.
- 25           • For months ending the annual SEC reporting period (December), the Debtors are  
26           requesting to be allowed to file their Monthly Operating Reports on or before sixty (60)  
27           days after the end of the month.

- For all other months that do not end an SEC reporting period (specifically, the months of January, February, April, May, July, August, October, and November), the Debtors are requesting to be allowed to file their Monthly Operating Reports on or before thirty (30) days after the end of each such month.

#### The Proposed Modified Form of Monthly Operating Report

8. As set forth in the Application, the Debtors also seek Court approval to modify the form of Monthly Operating Report used by the Debtors. As described above, as public reporting companies, the Debtors have robust processes in place to comply with their SEC reporting obligations. Although the Debtors seek to provide the relevant information required with respect to the Monthly Operating Reports, I believe that adhering strictly to the form of Monthly Operating Report used in this District would require that the Debtors undertake substantial administrative expense and burden to create additional reporting processes that are duplicative of the Debtors' existing reporting processes.

9. The Debtors have reviewed the form of Monthly Operating Report used in this District. I believe that the form is designed to be used by smaller companies with simpler manufacturing, retail, and other similar businesses, and, without any modifications, is not well-suited to the operations of a large utility provider such as the Debtors. For example, the District form requires that the Debtors include schedules with information about the aging of accounts receivable and payable, which information is not relevant to the Debtors' operations, as well as a granular listing of vehicles and mechanical assets that is not practicable given the scope of the Debtors' operations. In light of the Debtors' reporting processes in place and the complexity and size of the Debtors' operations, the Debtors propose to use a modified form of Monthly Operating Report that is similar to the form used by corporate, publicly reporting debtors in other large, complex chapter 11 cases in other Districts.

10. Specifically, the Debtors seek to use the modified form of Monthly Operating Report used in the Monthly Operating Reports the Debtors already filed in these Chapter 11 Cases for the periods ending January 31, 2019 [Dkt. No. 1136] and February 28, 2019 [Dkt. No. 1137]. The proposed modified form uses the information and reports the Debtors already assemble in

1 connection with the Debtors' ongoing SEC reporting obligations. Among other things, the modified  
2 form of Monthly Operating Report that the Debtors propose to use varies from the District form in  
3 the following ways:

- 4 • Provides an income statement that conforms to the Debtors' standard SEC reporting  
5 form;
- 6 • Provides a balance sheet that conforms to the Debtors' standard SEC reporting form;
- 7 • Does not provide a cash flow statement, as the Debtors do not prepare monthly cash  
8 flow statements; and
- 9 • Provides a summary of first day payments rather than a detailed listing of  
10 counterparties.

11 11. I believe that modifying the form of Monthly Operating Report is warranted  
12 here given the size and scope of the Debtors' operations, as well as the reporting processes that the  
13 Debtors already have in place. I also believe that the form proposed by the Debtors provides the  
14 U.S. Trustee, the Court, and the Debtors' creditors and other parties in interest all relevant  
15 information about the Debtors' operations. Indeed, the information the Debtors propose to provide  
16 in the Monthly Operating Reports is the same information that the SEC requires that the Debtors  
17 provide to the investing public through their quarterly and annual reports.

18 12. Moreover, I understand that the Debtors' proposed form of Monthly  
19 Operating Report is similar to that used in other chapter 11 cases of similar size and complexity. I  
20 believe that requiring the Debtors to adhere to the District form would create substantial  
21 administrative expense and force the Debtors to introduce duplicative additional processes that  
22 would unnecessarily burden the Debtors' estates. Additionally, the proposed filing schedule and  
23 modified form of Monthly Operating Report will permit the Debtors to better utilize their employees  
24 and professionals in an efficient and effective manner.

1 Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury, that the foregoing  
2 is true and correct to the best of my knowledge, information, and belief, and that this declaration was  
3 executed at Los Angeles, California on May 1, 2019.

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7 /s/ John Boken

8 John Boken  
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26 *[Signature Page to Declaration in Support of MOR Deadlines and Form Modification Application]*  
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